

See Attachment 1.

My commission expires

ATTACHMENT 1

The Articles of Incorporation of Trinity Lutheran Hospital are amended as set forth in the following resolutions:

RESOLVED, that the first paragraph of ARTICLE VII of the articles of incorporation be amended to read in its entirety as follows:

The corporation shall have only one class of membership. The sole member of this corporation shall be Lutheran Health Services, Inc., a Missouri not for profit corporation, or its successor.

FURTHER RESOLVED, that ARTICLE IX of the articles of incorporation be amended to read in its entirety as follows:

Upon dissolution of this corporation and after payment of all debts and satisfaction of all liabilities and obligations of the corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of the corporation, any remaining assets of this corporation shall, if permitted by the then applicable laws of Missouri, be distributed (i) to the sole member of this corporation, if such member then qualifies as a charitable or religious organization under Section 501(c)(3) of the Internal Revenue Code then in effect, or (ii) if said member does not so qualify, to any one or more organizations selected by resolution of the board of directors of this corporation, which are organizations described in each of Sections 501(c)(3), 170(c), 2055 and 2522 of the 1986 Internal Revenue Code, as amended, or the comparable provisions of the Internal Revenue Code then in effect. The foregoing shall constitute the plan of distribution upon dissolution of the corporation.

ARTICLES OF INCORPORATION

OF

TRINITY LUTHERAN HOSPITAL

(As Amended October 1, 1985)

ARTICLE I. The name of this corporation is:

TRINITY LUTHERAN HOSPITAL

ARTICLE II. The corporation is organized exclusively for charitable, religious, educational, scientific and welfare purposes, including, among other things; (a) the establishment, equipment, maintenance, and operation of hospitals for the treatment, care, and relief of the indigent sick and other sick, infirm, and injured persons, and for the care and treatment of maternity cases, and for the study of the cause, nature, prevention, and cure of the various diseases and the dissemination of knowledge relating thereto; (b) the operation of convalescent, boarding, custodial and nursing homes for the aged; (c) the operation of any educational facility for the training of medical, nursing and paramedical personnel in any manner or by any method which the directors may from time to time deem advisable; and (d) the erection, equipment and maintenance of all buildings and laboratories necessary or incidental thereto.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

No part of the net earnings or other assets of the corporation shall inure to the benefit of any director, officer, contributor or other private individual having, directly or indirectly, a personal and private interest in the activities of the corporation.

ARTICLE III. The corporation shall have the following powers, to be exercised only to prosecute and further its not for profit purposes:

(a) To purchase, take, receive, lease as lessee, take by gift, devise or bequest, or otherwise acquire, and to own,

hold, use, and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of the State of Missouri, as may be necessary and proper for the conduct of its legitimate affairs;

(b) To receive and take by gift, grant, assignment, transfer, devise or bequest, any real or personal property in trust for such purposes as may be necessary and proper for the conduct of its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations, and restrictions thereof;

(c) To sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets;

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ any stocks, bonds, debentures, shares, scrip, or securities issued or having any guaranty by any government, municipality, trust, local authority, or other body, incorporated or unincorporated, public or private, of the United States, or in any country or state under the protection of the United States, or issued or having any guaranty by any corporation or company incorporated, constituted, or carrying on business in the United States or elsewhere; and to sell, mortgage, loan, pledge, or otherwise dispose of, such shares, interests, or obligations;

(e) To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds, and other obligations; and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, franchises, and income;

(f) To invest its funds from time to time in any real or personal property; to lend money for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested or loaned;

(g) To make donations in furtherance of any of its purposes; and

(h) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

The corporation shall have all the powers of a not-forprofit corporation under The General Not For Profit Corporation Law of the State of Missouri and the above enumeration of powers shall not be construed to limit or be in derogation of such statutory powers.

Notwithstanding anything herein to the contrary, the corporation may not, without the approval of a majority of the members of the corporation, amend the Goals and Objectives or the Bylaws of the corporation.

Notwithstanding anything herein to the contrary, the corporation may not, without the approval of at least two-thirds of the members of the corporation:

(a) Engage in, or enter into, any transaction providing for the sale, conveyance, lease, pledge, mortgage or other transfer or disposition of all or substantially all of the assets of the corporation;

(b) Incur debt of any kind, including operating and capital leases, (i) in an amount which exceeds One Million Dollars (\$1,000,000), or (ii) which is secured by a pledge, mortgage, encumbrance, lien or other charge upon any real property of the corporation (whether now owned or hereafter acquired); or

(c) Consolidate or merge with or into any other corporation or merge any other corporation into this corporation or acquire all or substantially all of the assets or stock of any other corporation or entity.

ARTICLE IV. The duration of the corporation shall be perpetual.

ARTICLE V. The names and addresses of the original incorporators of the corporation were at the time of its incorporation as follows:

Albert W. Lindquist	Kansas City, Missouri
Eric Glad	Kansas City, Missouri
Axel Hawkinson	Kansas City, Missouri
C. I. Carlson	Kansas City, Missouri
John B. Larson	Kansas City, Missouri
C. O. Nelson	Kansas City, Missouri
Chas. E. Lawson	Kansas City, Missouri
O. P. Nelson	Kansas City, Missouri
J. Harold Olson	Kansas City, Missouri

S. A. Larson	Kansas City, Missouri
Carl Sandzen	Kansas City, Missouri
Mrs. A. W. Lindquist	Kansas City, Missouri
D. J. Nordling	Kansas City, Missouri
Mrs. A. Hawkinson	Kansas City, Missouri
Ernst Pihlblad	Kansas City, Missouri
Emil C. Peterson	Kansas City, Missouri
Mrs. Agnes Young	Kansas City, Missouri
N. P. Lindey	Kansas City, Missouri
L. J. Larson	Kansas City, Missouri

ARTICLE VI. The address of the initial registered office in the State of Missouri is Trinity Lutheran Hospital, 31st and Wyandotte Street, Kansas City, Missouri. The name of the initial registered agent at said address is G. O. Lindgren.

ARTICLE VII. The corporation shall have only one class of membership. The members of this corporation shall consist of those persons who are from time to time members of the board of directors of Lutheran Health Services, Inc., or its successor. Each member of this corporation shall be entitled to cast one vote on every matter at any meeting of the members.

Except as set forth above, the qualifications, privileges and rights of members and conditions of membership shall be as set forth in the bylaws of the corporation.

Subject to the laws of the State of Missouri, these articles of incorporation and the bylaws of this corporation, the property and affairs of the corporation shall be managed by a board of directors. The number of members of the board of directors shall be fixed by the bylaws, as amended from time to time. Directors shall be elected or appointed in the manner and for the terms as provided in the bylaws. Immediately after the adoption of this amendment to the articles of incorporation and until changed in the manner provided for in the bylaws, the board of directors shall consist of twenty-five (25) directors.

ARTICLE VIII. The corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of the corporation, or any person who serves at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX. At such time as this corporation is dissolved, all assets of the corporation (except insofar as may be necessary for the proper winding up thereof) shall be distributed (i) to Lutheran Health Services, Inc., a Missouri not for profit corporation or its successor, if it then qualifies as a charitable or religious organization under Section 501(c)(3) of the Internal Revenue Code then in effect, or (ii) if said corporation does not so qualify, to any one or more organizations selected by the board of directors which are organizations described in each of Sections 501(c)(3), 170, 2055 and 2522 of the 1954 Internal Revenue Code or the comparable provisions of the Internal Revenue Code then in effect. The foregoing shall constitute the plan of distribution upon dissolution of the corporation.

ARTICLE X. The corporation reserves the right to alter, amend, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by the statutes of Missouri, and all rights and powers conferred herein are granted subject to this reservation; provided, however, that no alteration, amendment, change or repeal of any provision contained in these articles of incorporation shall be effective unless approved by not less than a majority of the members of the corporation at a meeting thereof.

No. N00002877

STATE OF MISSOURI



Matt Blunt
Secretary of State

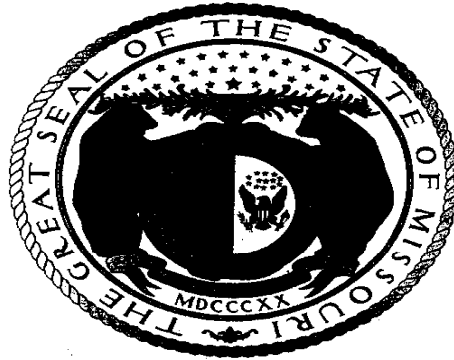
CORPORATION DIVISION
CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,

BAPTIST-LUTHERAN MEDICAL CENTER

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with requirements of law governing the amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 13th day of FEBRUARY, 2002.



\$10.00

Secretary of State

FEB 13 2002

**Articles of Amendment
for a Nonprofit Corporation**
(Submit in duplicate with filing fee of \$10.00)

Matt Blunt
SECRETARY OF STATE

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: Baptist-Lutheran Medical Center
(2) The text of the amendment and date of adoption are as follows:

See Exhibit A

Adopted on January 8, 2002

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): _____
(4) If approval by members was required, check here and provide the following information: X

A. Number of Memberships outstanding: 1

B. Complete either i or ii.

i. Number of votes for and against the amendment(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ii. Number of undisputed votes cast for the amendment was sufficient for approval, and was:

Class:	Number voting undisputed:
<u>None</u>	<u>1</u>
_____	_____
_____	_____

The number of votes cast in favor of the amendment by each class was sufficient for approval by that class.

- (5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: _____

In affirmation of the facts stated above,

[Signature]
(Authorized signature of officer or chairman of the board)

Pres. *1/15/02*
(Title) (Date of signature)

Exhibit A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF A NONPROFIT CORPORATION

FILED

FEB 13 2002

Matt Blum
SECRETARY OF STATE

- (1) The name of the corporation is Baptist - Lutheran Medical Center.
- (2) This corporation is a Public Benefit Corporation.
- (3) The period of duration of the corporation is perpetual.
- (4) The name and address of the Registered Agent and Registered Office in Missouri is: Judith A. Vogelsmeier, 2304 E. Meyer Blvd., Suite A-10, Kansas City, Missouri 64132.
- (5) The corporation is a membership corporation. The sole member of the corporation is Health Midwest - Central Region, a Missouri public benefit corporation, which shall have the sole vote on all matters requiring a membership vote. The other conditions and rights of membership shall be established in the bylaws of the corporation from time to time.
- (6) Subject to the rights and authority of the sole member, the board of directors has the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The bylaws will fix the number of directors, but the number must not be fewer than three. The bylaws will establish the manner of electing or appointing directors and their respective terms.
- (7) The purposes for which the corporation is organized are to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of these purposes, and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) (hereinafter the "Code") for use by these organizations in support of these purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of, the foregoing purposes, including, without limitation, the following:
 - (a) To promote the health of individuals by all means and in all manner authorized by law, including, but not limited to, the rendition of medical and other health services to individuals, the encouragement of manners of living that lead to good health, and owning, leasing and using real and personal property for health care purposes;
 - (b) To establish and maintain an institution or institutions within the State of Missouri, with permanent facilities that include inpatient beds and medical services to provide diagnosis and treatment for patients, which may include associated facilities and services such as, but not limited to, extended care, outpatient care, physician clinics, medical office buildings, and home care;
 - (c) To carry on any educational activities related to rendering care to the sick and injured, or to the promotion of health, that in the opinion of the board of directors, subject to the approval of the members of the corporation, may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available;
 - (d) To promote and carry on specific research related to the care of the sick and injured insofar as, in the opinion of the board of directors, subject to the approval of the members of the corporation, such research can be carried on within, or in connection with, the institution(s) and facilities of the corporation;

(e) To participate, so far as circumstances may warrant, in any activity designed or carried on to promote the general health of the community; and

(f) To engage in any other lawful act or activity for which corporations may be organized under the laws of the State of Missouri.

- (9) The corporation has all the powers conferred upon nonprofit corporations by the Nonprofit Corporation Act of the State of Missouri (as it now exists and as it may be amended), except that the corporation may not have or exercise any power, or engage directly or indirectly in any activity, that could invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- (10) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, board of directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.
- (11) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not, directly or indirectly, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (12) The corporation shall not operate for the purpose of carrying on a trade or business for profit.
- (13) Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing them to the sole member, Health Midwest – Central Region, to be used exclusively for religious, charitable, scientific, literary, or educational purposes, provided the sole member is then qualified under section 501(c)(3) of the Code. If it is not so qualified, its share shall be disposed of by the corporation exclusively for religious, charitable, scientific, literary, or educational purposes, either by direct distribution or by distribution to one or more organizations qualified under section 501(c)(3) of the Code and contributions to which are deductible under section 170(c) of the Code, as the board of directors of the corporation shall determine, subject to approval of the board of directors of Health Midwest – Central Region. Any such assets not so disposed of shall be disposed of by the Circuit Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes set forth herein.
- (14) The effective date of this document shall be the date it is filed with the Secretary of State of Missouri.

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
TRINITY LUTHERAN HOSPITAL (#N00004019)
INTO:

BAPTIST MEDICAL CENTER (#N00002877)
Organized and Existing Under Law of Missouri
have been received, found to conform to law, and filed.

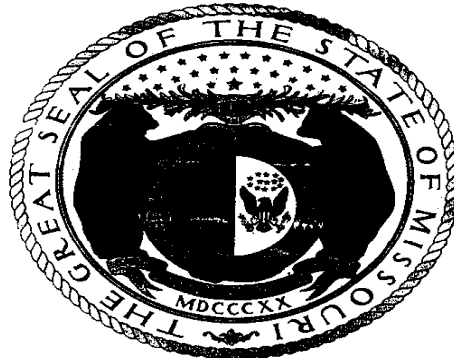
NOW, THEREFORE, I, MATT BLUNT, Secretary of State of Missouri,
issue this Certificate of Merger, certifying that the merger of
the aforementioned corporation is effected, with
BAPTIST MEDICAL CENTER (#N00002877)

as the surviving corporation.

The name subsequently changed to:
BAPTIST-LUTHERAN MEDICAL CENTER

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
13th day of November, 2001


Secretary of State



\$10.00

STATE OF MISSOURI
Secretary of State
P.O. Box 778, Jefferson City, MO 65102
Corporation Division

FILED

NOV 13 2001

Matt Blanton
SECRETARY OF STATE

ARTICLES OF MERGER FOR NONPROFIT CORPORATIONS

(To be submitted in duplicate with a filing fee of \$10)

1. Baptist Medical Center, a Missouri public benefit corporation, and Trinity Lutheran Hospital, a Missouri public benefit corporation, are the merging corporations. Baptist Medical Center is the surviving corporation.
2. A copy of the Plan and Agreement of Merger is attached hereto.
3. The merger was approved by the sole member of Baptist Medical Center. The number of votes entitled to be cast was one (1). The number of votes cast in favor of the merger was one (1), and the number of votes cast against the merger was zero (0). The merger was also approved by the sole member of Trinity Lutheran Hospital. The number of votes entitled to be cast was one (1). The number of votes cast in favor of the merger was one (1), and the number of votes cast against the merger was zero (0).
4. The Amended and Restated Articles of Incorporation of the surviving corporation, a copy of which is attached as Exhibit A to the copy of the Plan and Agreement of Merger attached hereto, shall be the articles of incorporation of the surviving corporation.
5. Notice of the proposed merger and copies of the proposed merger documents were submitted to the Missouri Attorney General on October 12, 2001, pursuant to Section 355.621 of the Missouri Revised Statutes.
6. The Effective Date of the merger is November 13, 2001.

In affirmation of the facts stated above.

Dated this 13th day of November, 2001.

BAPTIST MEDICAL CENTER

By *Darrell W. Moore*
Darrell W. Moore, President

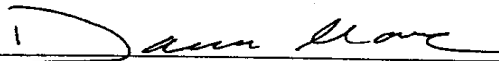
ATTEST:

Judith A. Vogelsmeier
Judith Vogelsmeier, Assistant Secretary

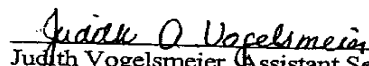
In affirmation of the facts stated above.

Dated as of the 13th day of November, 2001.

TRINITY LUTHERAN HOSPITAL

By 
Darrell W. Moore, President

ATTEST:


Judith Vogelsmeier, Assistant Secretary

STATE OF MISSOURI)
) ss:
COUNTY OF JACKSON)

Personally appeared before me, a notary public in and for the County and State aforesaid, Darrell W. Moore, President, and Judith Vogelsmeier, Assistant Secretary, of Baptist Medical Center, a Missouri public benefit corporation, who are personally known to me to be the same persons who executed the foregoing instrument of writing, and they duly acknowledged the execution of the same, and declare that they executed the foregoing Articles of Merger on behalf of said corporation pursuant to the authority granted them by its Board of Directors.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix my official seal this 6th day of November, 2001.

Rebecca A. Andrews
Notary Public

My commission expires:

REBECCA A. ANDREWS
Notary Public - State of Missouri
County of Jackson
My Commission Expires Jan 3, 2005

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Plan") is made and entered into as of the below identified Effective Date by and between **BAPTIST MEDICAL CENTER**, a Missouri public benefit corporation (hereinafter referred to as "BMC"), and **TRINITY LUTHERAN HOSPITAL**, a Missouri public benefit corporation (hereinafter referred to as "TLH").

RECITALS:

WHEREAS, BMC is a Missouri nonprofit public benefit corporation whose sole member is Health Midwest, a Missouri nonprofit public benefit corporation;

WHEREAS, TLH is a Missouri nonprofit public benefit corporation whose sole member is Health Midwest, a Missouri nonprofit public benefit corporation;

WHEREAS, BMC and TLH (hereinafter sometimes collectively referred to as the "Constituent Corporations") desire to merge pursuant to Sections 355.616 through 355.646 of the Revised Statutes of Missouri;

WHEREAS, the Board of Directors of BMC, as one of the Constituent Corporations, approved this Plan by resolution adopted on October 18, 2001; and

WHEREAS, the Board of Directors of TLH, as one of the Constituent Corporations, approved this Plan by resolution adopted on October 15, 2001; and

WHEREAS, the Board of Directors of Health Midwest, as the sole member of both BMC and TLH, approved this Plan by resolution adopted on November 6, 2001;

NOW, THEREFORE, in consideration of the mutual agreements, premises and covenants contained herein, the parties hereto agree as follows:

1. **Merging Corporations; Name Change; Surviving Legal Entity.** TLH shall merge with BMC on the Effective Date (as set forth in paragraph 2 below), in accordance with and pursuant to Sections 355.616 through 355.646 of the Revised Statutes of Missouri (the "Merger"). For corporate law purposes, (a) the legal name of the surviving corporation, Baptist Medical Center, shall be changed to Baptist-Lutheran Medical Center, (b) the composition of the surviving corporation's board of directors shall be modified consistent with the Bylaws adopted pursuant to paragraph 3 of this Plan, and (c) the board of directors upon completion of the Merger shall consist of those persons referred to in paragraph 6 hereof (the "Initial Board of Directors"). The resulting legal entity is hereinafter referred to as the "Merged Corporation."

2. **Effective Date.** Upon receipt of all board approvals referred to in the above recitals, TLH and BMC shall promptly cause the Articles of Merger and this Plan to be filed with the Office of the Missouri Secretary of State. The date on which the Merger shall become

effective shall be the date the Articles of Merger and this Plan are accepted by the Office of the Missouri Secretary of State and such date is herein referred to as the "Effective Date".

3. **Articles of Incorporation and Corporate Bylaws.** The Amended and Restated Articles of Incorporation attached hereto as **EXHIBIT A** shall be the Articles of Incorporation of the Merged Corporation upon and following the Effective Date. The Amended and Restated Bylaws attached hereto as **EXHIBIT B** shall be the Bylaws of the Merged Corporation upon and following the Effective Date. Such Articles of Incorporation and Bylaws may be certified as the Articles of Incorporation and Bylaws of the Merged Corporation. These Articles of Incorporation and Bylaws may be amended or repealed only as provided therein.

4. **Planning Committee.** Promptly after the Effective Date, the Board of Directors of the Merged Corporation shall appoint a planning committee which shall meet to discuss (a) the appropriate combination of the missions of the former BMC and the former TLH into a mission for the Merged Corporation and (b) other related issues of integration of the two former health care providers into a combined medical center. Such committee shall report to the full Board of Directors its findings at such time as the Committee has completed its deliberations. Such Committee may, to aid in its deliberations, solicit such assistance from sources outside of the Board of Directors as the Committee shall recommend and the full Board of Directors shall approve.

5. **Medical Staff Bylaws.** Upon and after the Effective Date, the Medical Staff Bylaws and Allied Health Professional Bylaws of BMC shall govern physician and other medical staff use of the hospital located at 6500 Rockhill Road and the Medical Staff Bylaws and Allied Health Professional Bylaws of TLH shall govern physician and other medical staff use of the hospital located at 3030 Baltimore. Members of the physician and professional staff of TLH may apply for similar memberships and privileges at the Merged Corporation's hospital at 6500 Rockhill, at Research Medical Center's hospital located at 2316 East Meyer Boulevard, or at any other facility affiliated with the Merged Corporation, and such applications shall be processed in accordance with the respective hospital's Medical Staff Bylaws and Allied Health Professional Staff Bylaws.

6. **Board of Directors and Officers.** Consistent with the Amended and Restated Articles of Incorporation and Bylaws adopted pursuant to paragraph 3 of this Plan, upon the Effective Date, the persons identified in **EXHIBIT C** shall be elected the Initial Board of Directors of the Merged Corporation and shall continue in office as directors until their successors shall have been elected and qualified. At the first meeting of the Initial Board of Directors, the Board shall appoint or reappoint the officers of the Merged Corporation.

7. **Rights and Liabilities of Merged Corporation.** *On the Effective Date, all property, assets, rights, privileges, immunities, powers, purposes, licenses and franchises, and all and every other interest of each of TLH and BMC shall be the property of the Merged Corporation and the title to any real estate vested by deed or otherwise in TLH or BMC shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of TLH or BMC shall be preserved unimpaired, and all debts, liabilities, obligations, conditions, restrictions, and duties of each of TLH and BMC shall thenceforth attach